DOCUMENT RESUME

ED 357 670 HE 026 416

AUTHOR Kedney, R. J.
TITLE Governance and Incorporation: Style and Strategy. Mendip Papers.
INSTITUTION Staff Coll., Bristol (England).
REPORT NO MP-041
PUB DATE 92
NOTE 21p.
AVAILABLE FROM Staff College, Coombe Lodge, Blagdon, Bristol BS18 6RG, England.
PUB TYPE Reports - General (140)

EDRS PRICE MF01/PC01 Plus Postage.
DESCRIPTORS *Administrator Responsibility; *Administrator Role; *Administrators; *College Administration; Decision Making; Educational Planning; Foreign Countries; *Governance; *Governing Boards; Higher Education; Politics of Education
IDENTIFIERS *England

ABSTRACT

In view of the expanding powers of college governing bodies, it appeared timely to take stock of developments to date; and this paper examines such issues as the roles, responsibilities, and liabilities of individual governors, discussing them in the context of, and as they relate to, the emerging corporate style and strategy of the board. Also examined is the premise that if the responsibilities of individual governors and the strategy of the board are consciously chosen and shared, consideration can be given to how this strategy may best be met and maintained. The paper discusses the powers, duties, and liabilities of governors, the nature of the board's involvement in college life and the internal political life and operation of the board, including its decisions as to what kind of governing body it wants to be. It is stressed that it is through the on-going conduct of their affairs that the governors' wishes will find expression. A number of decisions are discussed which demonstrate the governors' style and strategy in very tangible ways. In offering a range of alternative models for consideration, the paper identifies a number of practical issues which help to form working patterns with which governing boards may identify themselves. An American analysis has defined seven styles of governing body participation, from the "out to lunch" or rubber stamp board to the managerial board. Six types of internal operation are also described, as are the style of the governing body, various procedural matters, and the roles of key offices and advisers in relation to the board. Contains 15 references. (GLR)

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Governance and incorporation: style and strategy

R J Kedney

The Staff College

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Series edited and designed at The Staff College by Pippa Toogood and Susan Leather, Publications Department, and produced by the Reprographics Department.

Published by The Staff College,
Coombe Lodge, Blagdon, Bristol BS18 6RG
Telephone (0761) 462503
Fax (0761) 463104 or 463140 (Publications Department)

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Mendip Papers

Governance and incorporation: style and strategy

R J Kedney

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Introduction

Service on a college governing body can be a matter of pride and, at times, joy. However, it can also be one of duty and even tedium. Governing bodies are increasingly coming to terms with their relatively new and extensive powers, just when they are about to be extended further by incorporation - which may serve to heighten the joy or deepen the fatigue. It is, therefore, timely to take stock of the developments to date, and this paper reviews such issues as the roles, responsibilities, and the liabilities of individual governors. These are set in the context of, and relate to, the emerging corporate style and strategy of the board.

Governing body membership sometimes seems an exercise in responsibility and power where sources of guidance are hard to come by, for there are few written rules. Where regulations exist they tend to cover mechanical issues such as the size and membership of the board and the quorum, rather than giving guidance on matters of policy. Maybe this is of little consequence: recourse to the rule-book seems to be used only as a form of forward planning by some key office holders or as a last resort. A statement describing the role of the governing body and what it believes to be important could, however, be significant in guiding its deliberations.

The purposes of the governing body and its modes of operation often emerge through practice and precedent rather than by plan and design. Attendance at the meetings of a number of governing bodies has indicated that each has developed its own style, largely independent of politics and the college it

serves. The restriction on multiple membership of governing bodies means that few members nowadays are privileged to serve on several boards and recent experience and opportunities for comparison are limited. Anecdotal comments, feedback from conferences and seminars, and private conversations tend to confirm that the ways in which boards operate continue to be as diverse as ever. Such variety simply confirms that options are open to the corporate college when it comes to determine its role and style.

When looking back, governors and their officers may question whether the route they have taken has always been the most effective. Such reflections touch upon matters of purpose and strategy on which there appears to be little analysis or published guidance in this country, although some is available from the United States. Style and strategy seem to emerge of their own accord but can also be the product of deliberate and concerted choice. This paper is concerned with the latter. It starts from the premise that if the responsibilities of individual governors and the strategy of the board are consciously chosen and shared, consideration can be given as to how this strategy may best be met and maintained.

The question, 'What kind of governing body do we wish to be?' addresses issues of role and responsibilities. This in turn leads to a consideration of the board's involvement in college life. Alternative models are described here which may help in the processes of review, debate and selection. It is through the on-going conduct of its affairs, however, that the governors' wishes will find expression, and the Paper goes on to consider a number of decisions which can demonstrate style and strategy in very tangible ways. In seeking to offer a range of alternative models for consideration, this Paper also sets out to identify a number of practical issues which help to form those patterns of working.

Background

The **Education Reform Act 1988** brought with it significant changes in the membership and roles of college governing bodies (DES, 1988a and b). During the time since, members have addressed a wide range of issues, and in doing so have evolved their own distinctive approaches. Few, however, are likely to have taken stock, considered how they currently work, or identified and weighed alternative strategies. With long agendas now commonplace, it can often seem difficult to step back, review and consider alternative ways of operating. Examination of the new responsibilities required by corporate status may provide opportunities – particularly through governor training activities – for such reflection and analysis.

The Department of Education and Science (DES) gave guidance in its circulars on the powers and duties of governing bodies following the Education Reform Act (DES, 1988b). Subsequently, the Polytechnics and Colleges Funding Council (PCFC) has provided advice to the governors of its incorporated institutions (**Guide for governors**, 1991). Post-compulsory institutions in the United States have a longer history and experience of self-governance, and trustees (governors) there have from time to time examined and commented on their roles and responsibilities (Potter, 1979). With incorporation it is likely that specific concern will be expressed here in the UK about the need to clarify the personal liabilities of governors. These issues are taken as starting points from which the corporate strategy of the board and its style of operation are considered.

The **Further and Higher Education Act 1992** set a range of technical tasks to be undertaken in a relatively short period. In some respects they build on the existing processes of delegation. A focus on the immediate requirements is understandable – but will it be adequate? For the last six months before Vesting Day colleges will have shadow governing boards charged with preparing for incorporation and beyond whilst the existing governing body will continue with its duties leading up to April 1993. The shadow board has an opportunity now to look to its longer-term style, strategic approach, tactics and detail. The role and value of the board's contribution may be expected to owe as much to its corporate operation as to any individual actions.

The stereotype of the governing body as an agency of the education authority is already out of date. From their visits to colleges, Her Majesty's Inspectors (HMI) report a shift of focus from issues drawn from the agendas of the local authority committees to college-led matters, often referred up by the governing body's own committee structure (HMI, 1991). In terms of style of operation, charges of the board's emergence as a 'rubber stamp' or as a substitute for college management are much too simplistic (not to say unfounded). Reality and

practice find expression through the agendas and meetings of the board, the interface of governance with college management, external links with the Further Education Funding Council (FEFC), and internal relationships with staff and students.

The powers, duties and liabilities of governors

In setting out guidance on the delegation of responsibilities to governing bodies following the Education Reform Act 1988, the Department of Education and Science identified the following duties (DES, 1988a & b):

1. To manage effectively and efficiently the budget allocated to them for the purposes of the college.
2. To have regard to the statutory responsibilities of the local authority, and to avoid any actions which would place the authority in breach of those responsibilities.
3. Not to incur a deficit.
4. To comply with such of the financial regulations and standing orders of the authority as are applicable under the scheme of delegation.
5. Not to undertake, without the consent of the authority, any commitment which, if not offset elsewhere in the college's expenditure, would require the authority to provide extra resources in subsequent years.
6. To provide the authority with such information as it may require for the exercise of its functions.
7. To maintain the college premises in a fit state of repair, to the extent that responsibility under the scheme of delegation and allocated funding allows.

The college is clearly expected to operate within the parameters of its local authority, albeit with some degree of autonomy. How such duties and the associated powers have been interpreted and operated is now a matter of history as subsequent legislation has moved on to corporate status.

The regulations relating to governance and incorporation (Department for Education, 1992 - Statutory Instrument 1992 no. 1963) have clearly drawn on the experiences of the polytechnics and colleges of higher education, and the advice sought by and given to senior civil servants. It will also be necessary to turn for guidance to the specific provisions of any individual college's articles of association. These in turn will take their shape and direction from the regulations, which set the responsibilities for the corporation in relation to determining educational character and having oversight of the college's activities. In doing so, the board is charged with ensuring solvency, safeguarding assets and pursuing the effective and efficient use of resources. In time of specific duties the full governing body will be required to approve the annual estimates, appoint, grade and - if necessary - dismiss senior staff and set down a framework for the pay and conditions of service for other staff.

The movement from the responsibilities under ERA to those proposed by the Further and Higher Education Act is clearly more than the deletion of references to the local authority. The new rules set the strategic role and responsibility for the character and direction of the institution. The regulations go on to set out the duties and responsibilities of the principal, retitled for this purpose as the chief executive of the institution.

The government's Statutory Instrument detailing these regulations is the key – but not the sole – source of guidance and comment.

An analysis of the literature on the responsibilities of governors of incorporated educational institutions in the United Kingdom and the United States confirms this.

The responsibilities of the governing body of a corporate institution

1. To determine the character of the college, including the approval of the mission statement and strategic plan;
2. to establish and oversee educational programmes;
3. to approve all major changes;
4. to have oversight of the work of its committees;
5. to ensure solvency, approve the estimates of income and expenditure, and monitor the efficient and effective use of resources;

6. to undertake the strategic monitoring of performance;
7. to be accountable to the funding bodies;
8. to be the employer of staff, determining remuneration policies and the conditions of employment, and to act as an internal court of final appeal;
9. specifically to appoint, monitor and regulate senior staff posts as defined in the articles of association and government;
10. to have custodial oversight of the capital investment in premises and plant;
11. to provide a bridge between the college and its communities;
12. to preserve institutional independence.

In the US references are also made to the responsibility of the trustees (governors) for insisting on being informed, raising money, evaluating the board's performance and creating a climate of change (Nason, 1982 and Dardy, 1987). Examination of the US system may usefully contribute to the debate on the examination of corporate powers and responsibilities as a means of developing coherence and shared understandings.

Personal liability of governors

An exposition of the responsibilities of the corporate governing body is often linked by members to the issue of personal liability. Section 142 (7) of the Education Reform Act 1988 specifically relates to this and calls for governors to act in good faith in the general exercise of their powers. The subsequent DES **Circular 9/88** (DES, 1988a) also identified the need for governing bodies to look to their local education authority (LEA) as their insurer. Movement to incorporation clearly brings a new status but the general advice given by the **Guide for governors** outlined below will continue to stand (PCFC, 1991). As the law is not simple in this respect, specific legal advice should be taken by individual governing bodies on the terms of their own commitments.

In general terms a governor or trustee should:

1. act in good faith in the best interests of the college and its objectives;
2. be satisfied that a course of action is in accordance with the provisions of the articles of government and the memorandum and articles of association;
3. not support any course of action which the institution cannot carry out;
4. seek to ensure that the college does not continue to operate if it is insolvent;
5. seek to persuade colleagues, and register dissent, if s/he is concerned that any action is contrary to the above;
6. act honestly, diligently and with reasonable and due care, using her/his experience and expertise and taking professional advice where appropriate;
7. avoid a position where there is or may be a conflict of personal interest with those of the institution – any conflict of interest must be declared at a board meeting;
8. have due regard to the interests of the employees and the organisation in general; and
9. ensure that the organisation complies with the requirements of the **Companies Act 1985**.

In drawing on advice given to voluntary organisations in Scotland, John Graystone has identified similar guidelines (Scottish Arts Council, 1990).

In seeking specific guidance on the above and the relationship of governors to the particular provisions of the constitution of the board, it would be wise to take guidance in a form which can be issued to and held by individual governors. There is much useful information and advice contained in **Governing corporate colleges** (Graystone, 1992).

The transition from local authority traditions and leadership to the board of a corporate institution can be a period of considerable activity and rapid development, or be little more than continuance of the status quo. Whichever it is, it can provide an opportunity to take stock. If the board has been more than a rubber stamp for either the local authority or college management, observations suggest four possible role models.

The shift in legal status has obvious links with the board of directors of a private sector company and this may appear to offer one approach. It is, however,

difficult to discern a single pattern from which simple parallels can be drawn. In terms of spirit and intention, common ground appears to exist in that the focus should arguably be on general direction rather than detailed administration and implementation. Management has been described as work planning and work performance, whereas governance is seen as decision-taking about purposes, policies, programmes and resources at the strategic level. Interpretations of how such broad generalisations are to be implemented differ but they lie at the heart of the relationship between the board and its executive officers. The complexity of the public sector may be illustrated by reference to local authorities appointing 'directors' as their most senior paid officials, and to the Scottish change of name on incorporation from college governing councils to boards of management.

A second model for the overall role of a governing body draws an analogy between the board and the House of Lords, giving as it does a second chamber providing independent reflection on key issues. The deliberate construction of the membership to bring together a diverse range of interests has taken into account experience as well as the balance of control.

This can, however, be interpreted differently, offering a third role model - that of the independent consultant - but the difference may be considered as a matter of degree rather than kind.

The draft articles of college government (1992) identify the fourth role, that of the watch dog monitoring standards as members are 'responsible, in accordance with the scheme of delegation, for the general direction of the college'.

Governing bodies may identify with each and all of the above from time to time, and with others beside. There is, however, likely to be a generally discernable disposition to act in what is seen as a typical way. A study in the United States of the governing boards of universities and colleges examined what they did and how they did it. In doing so, its authors drew classifications from the replies of trustees in terms of their orientation in relation to how they operated and what they did. Their methodology and results provide a useful tool for review (Kerr and Gade, 1989).

The nature of involvement

Reference has already been made to boards which either participate actively in the running of the college or accept the recommendations of the executive and act as a confirming or rubber stamp body. They represent the two poles in terms of governing body participation. The American analysis gives seven intervening positions. Personal experience and feedback from conferences and seminars suggests that at least six are in evidence in the UK. They are as follows:

1. *The out-to-lunch (or rubber stamp) board:* has a practice of following the recommendations set before it with relatively little debate or amendment. Indeed it may sometimes be claimed that its membership has been selected to ensure such support. A variation of this approach with much the same outcomes can be the 'external cosmetic' or 'good housekeeping seal of approval' board, which has names amongst its membership that carry considerable weight. These individuals have many other calls on their time and so may only be marginally involved.

2. *The ratifying and review board:* carries out a watching brief and is willing to step in when necessary but generally looks to its executives to act on its behalf. Again, a particular form of this style of operation is the 'selective policy and performance' board which is less concerned with overall operations and direction but focuses on specific aspects of interest to governors. If its primary concern is with finance, the bottom line is a matter of particular focus.

3. *The overall policy and performance board:* concentrates on results. It seeks to review all major aspects of policy, protects academic freedom and endeavours not to be drawn into the administration of the college.

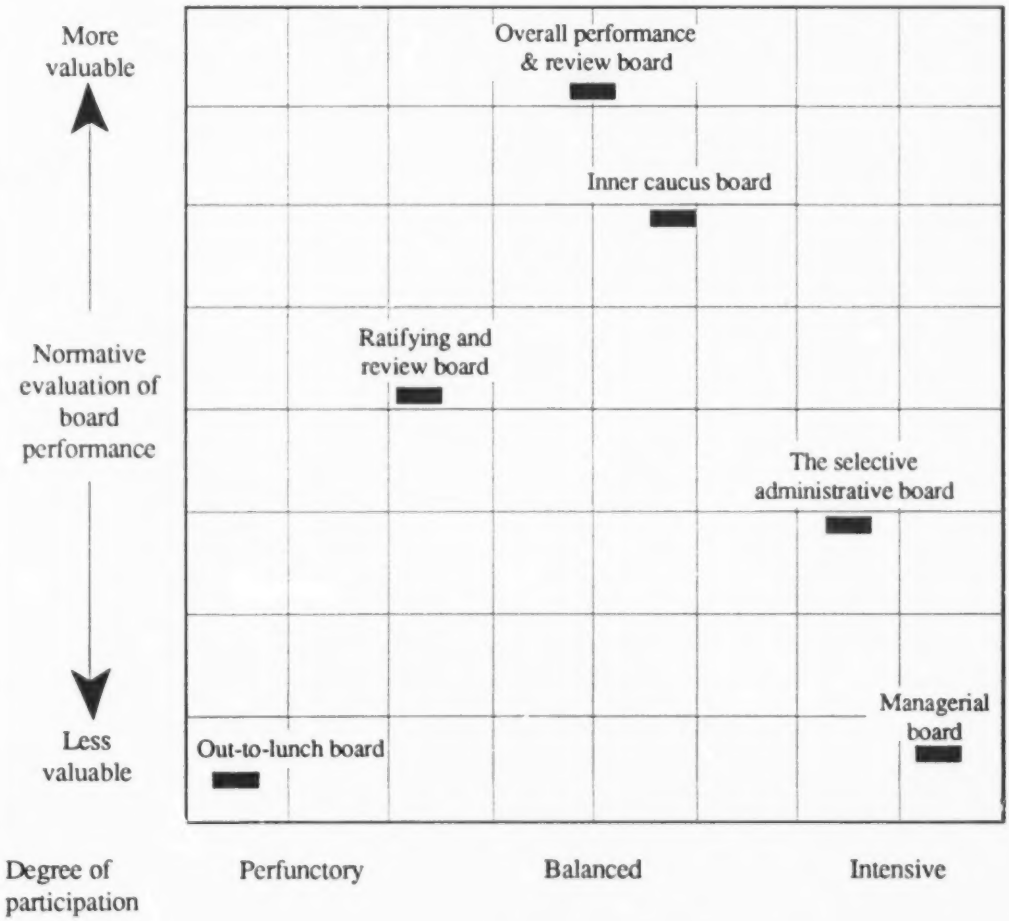
4. *The inner caucus or plural principal board:* takes both the overview and direct participation in the running of the college, sometimes through key postholders or a sub-group, e.g. the committee chairs.

5. *The selective administrative board:*
goes beyond concern for policy and performance into detailed decision-making where governors have a particular interest and experience. This style may have originated during a time of crisis when the board intervened in the running of the college. However, once the initial crisis is over, the board - instead of standing back again - goes on to discover/look for other causes for intervention (i.e. the 'emergency participative' board).

6. *The managerial board:*
shares with the principalship across-the-board involvement on a regular basis.

It is difficult to write descriptors which are relatively neutral. The feedback collected by Kerr and Gade from American trustee evaluations of their boards' general performance has identified and related these to the general patterns of involvement. The matrix in **Figure 1** is based on the American findings and perceptions. It is open to question how far the views of governors in the United Kingdom would match these conclusions. The matrix is given here to help to give form and contribute to constructive debate rather than to suggest that British boards follow these American patterns or that certain modes are preferable to others. For example, boards which have consciously chosen and are happy with 'selective administrative' and 'ratify-and-review'

Figure 1: Types of involvement by governing boards



Adapted from Kerr, C and Gade, M (1989) **The guardians: boards of trustees of American colleges and universities.**

modes may see these styles as being particularly appropriate where they have selected, appointed and briefed their principal officers accordingly.

Internal political life and operation

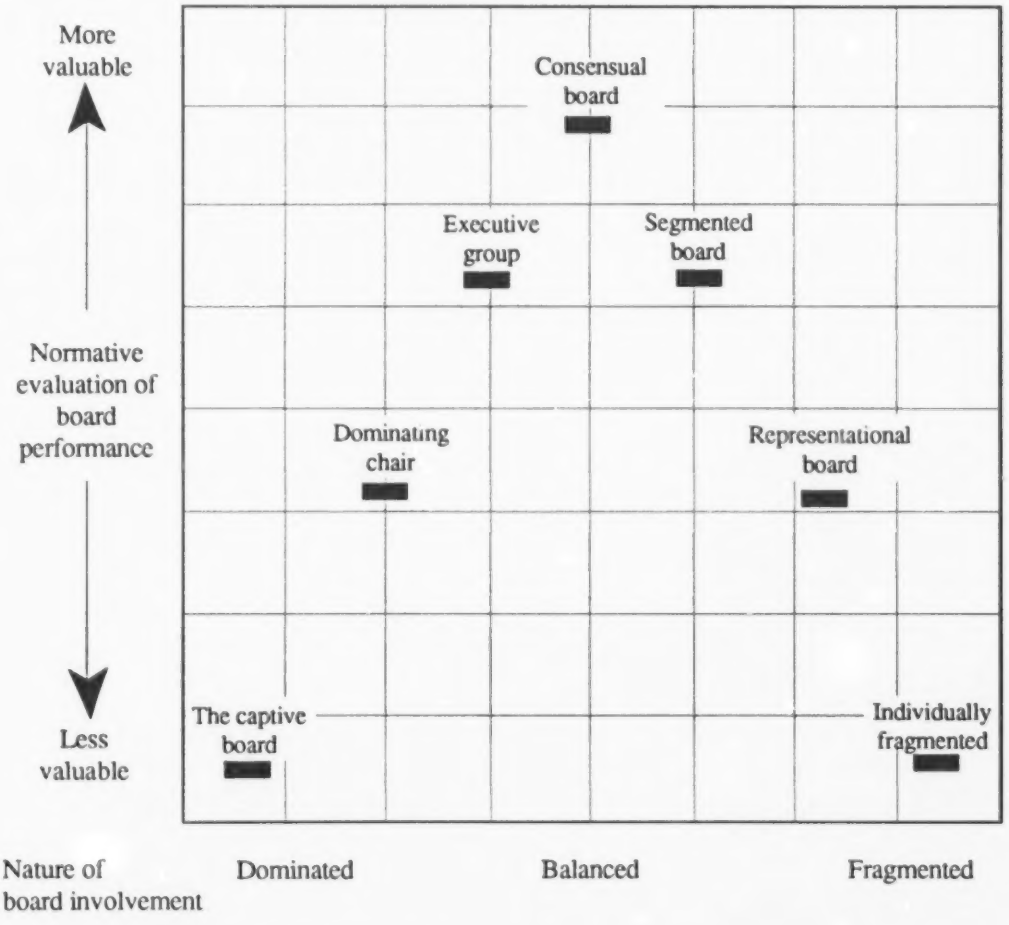
Another dimension focuses on that other critical aspect of the board; how it conducts its internal relations. Kerr and Gade (1989) again provide a classification of types which can serve as a useful starting point. Here individual governing bodies can identify with a number of modes over time, or sit somewhere between or beyond the illustrations given. How far it is possible to recognise a broadly consistent approach, or lack of one, may in itself be illuminating.

There are six types of board whose similarities to UK experience provide a basis for the analysis; a seventh (recognised in the USA as the 'captive board'), was more commonplace in Britain before the Education Reform Act than it is now. It was recognisable as being dominated by an outside interest; be that the key funding source, a particular economic interest group or the trade unions. A significant proportion of its governors acted as delegates of the dominant authority rather than as individuals committed to the college.

The six types examined here are as follows:

1. *The dominating chair:*
   due to personality, seniority, control of key

Figure 2: Types of governing board



Adapted from Kerr, C and Gade, M (1989) **The guardians: boards of trustees of American colleges and universities.**

offices, friendships or sheer obstinacy a single individual holds sway.

2. *The executive group:*
may be a formal committee of the governing body or an informal alliance which takes power by default and rules largely unhindered.

3. *The consensual or collegiate board:*
seeks general agreement wherever possible, tolerates a range of views and where consensus is not possible still makes decisions which seek to maximise support.

4. *The segmented board:*
is based on policy differences that lead to coalitions between identifiable groups which count on each other's mutual support.

5. *The representational board:*
has governors who seek to present varied external constituencies more than their own views. Such representation can lead to detailed action.

6. *The individually fragmented board:*
has members who go their own ways, often pursuing a single and particular interest.

The key distinguishing characteristic identified here is the extent to which the full board hangs together, or operates separately. Underlying it, however, is also a need to recognise that to be effective the board has to make decisions which are in the prime interest of the college and its policies, rather than to practice avoidance strategies, or to pursue sectarian or external interests.

Kerr and Gade again sought evaluative responses from American trustees and plotted their findings on a matrix based on internal relationships and perceived evaluation of the board's performance. **Figure 2** is based on their findings.

Polarised examples can be identified from time to time where a governing body has set out on a particular course of action. Experienced and powerful chairs are easily recognisable, particularly where there is a close link with the principal. In others the rise of the employment interest governors may have replaced an inner caucus of politicians and/or trades council members and the staff governors. The catalogue of stereotypes can be continued but perhaps sufficient has been given to illustrate both the significance of the dimensions and the diversity of practice. That such variety exists, often in geographically and politically close proximity, is simply an illustration that the current arrangement need not necessarily have to remain. Where a particular style is the considered choice of the governing body and one which is consistent with its values, it can only be strengthened by careful consideration of style and strategy. Where there is no consciously chosen style, the opportunity for change is to hand.

The style of the governing body

What a governing body does and how it chooses to do it is often more a matter of evolution than of overt decision-taking. One approach to setting style could be to address the issue systematically on the agenda, to set out alternative strategies, to select the preferred strategy, and then to monitor subsequent performance against expressed intent. An alternative approach would be to identify a range of actions and activities which contribute to the creation of a governing body's style, either by repetition or by their key significance as one-off events.

Style is often shown more through the way business is conducted than by what is actually done. The analysis used here explores three dimensions as starting points for review. The first dimension comprises a range of procedural issues concerning the working of the governing body. The second looks to the style and practices of communication carried out in the name of the governors, and the third focuses on the roles given or taken by key office holders. Together, these dimensions contribute to the environment which shapes the operation and the character of the governing body. The style of the board encompasses preparation for and responses to the arrival of the large brown envelope shortly before the meeting. It can also be discerned by the use (and context of uses) of initials and jargon, long papers and the growing frequency of meetings that can threaten to overwhelm all but the most dedicated governor.

1. Operational issues

Size and membership

After the Education Reform Act, the DES gave detailed guidance on the pattern and balance of governing body membership, together with broader

guidance on overall size. This led to a general contraction in size but still permitted governing bodies which are generally twice as large as those found in the United States. Typically a body here has 15 to 20 members and includes employees of the college and student representation (Graystone, 1991).

It is open to debate whether a group of a dozen people will hold more effective meetings than one almost twice its size. Productivity is related to many other issues, some of which are explored here. It is relatively simple for the government to permit an increase in governing body size to take in key individuals with a contribution to make. For any significant reduction in size, consideration would have to be given to one of two options. The first is an across-the-board scaling down which would include the removal of one or more employer-interest governors. The other, dependent on the wording of the final regulation, would be to remove, for example, the staff and student places – if the option aired in higher education in 1988 were to be repeated. Such a move would presumably have to be accompanied by more extensive consultation and negotiation on both academic and human relations matters.

The quorum

The DES **Circular 9/88** (DES, 1988a) gave clear guidance on the governing body quorum, both in terms of overall size and its membership. Debate may vary on how reasonable and practical this advice is, but from time to time governing bodies may find themselves inquorate and thought should be given to the best way of dealing with such a situation. Whether this is clearly resolved in advance or not is a matter for the board to determine, as is how best to monitor and respond to individual absence patterns.

Frequency of meetings

The predetermination of the calendar and the setting of ceilings on the number of meetings of the board and its committees could act both as a planning tool and as a key element in setting a series of related ground rules. References are made from time to time about moving from termly to quarterly or monthly meetings. Much will depend on the pattern of delegation to committees and individual office holders.

Voting

The resolution of issues may be by general agreement, a public vote (e.g. by show of hands) or by written votes. The choice can be determined in advance by standing orders set by the governing body, or set before an item is debated – or it can even be determined after the debate. As with all of these points, arguments can be put for and against each position. The pattern and cumulative effect, however, help to set the style and tone.

The **Guide for governors** (PCFC, 1991) reiterates the fact that governors are appointed as individuals to serve the interests of the college as they see fit. They are not delegates of any outside agency. Should the governing body or any individual feel otherwise, it may be wise to clarify the position and for the governing body to makes its position known.

Delegated powers

An issue central to the operation of the governing body is the determination and formal resolution about who has the power to decide. There are a limited number of items on which only the board can decide. Beyond these, there is considerable scope for determining the decision-taking powers of governors' committees, the chair, the principal and senior managers. In the absence of clear analysis of a college's policy making functions, it is difficult to see how strategy can be determined, or some practices legitimatised.

The number of standing committees

It may be helpful to set and maintain a distinction between those committees which are needed as part of the fabric and the role of task groups with fixed terms of reference and a limited life.

The statutory instrument sets out specific powers which cannot be delegated by the corporation, together with requirements to set up a remuneration committee, a selection panel and a special committee to consider the possible dismissal of a senior postholder. There is, therefore, a common basic framework for all colleges. The extent to which some go beyond that to create other standing committees, and to delegate key powers, will be one of the crucial strategic issues relating to operational style.

Length of the agenda

One simple method of controlling the length and focus of meetings is to predetermine that the agenda will not extend beyond a fixed number of items

without the express permission of the chair who may then have to defend that decision.

Length and structure of papers

References are sometimes made to limiting papers to two sides of A4 and/or to a standard format which identifies the subject, sets down any financial implications and gives options. The governors may also wish to consider in this context whether or not the paper should contain recommendations from their officers. In doing so, it may again be opportune to clarify style in terms of whether such a format is a general guide or whether exceptions should only rarely be permitted - and then open to question and challenge. Here, as elsewhere, the absence of prior consideration, comment and guidance by the governing body leaves the serving officers to design their own practices.

Ratio of decision to information items

The simple expedient of separating those items for note and information from those where the governors are required or expected to indicate their resolve can give structure and shape to meetings. In placing information items at the foot of an agenda, governors need not be excluded from raising relevant business. It can, however, help to focus attention. For example, decisions taken under delegated powers, along with the minutes of academic board meetings, committees of the governing body and subject advisory committees, may refer specific items to the action agenda, whereas the minutes themselves could be taken with the 'for information' section of the agenda.

Public statements

Once a decision has been reached, the board may expect its conclusions to be regarded as collective agreements. If this is not the case, or if the governing body accepts that individuals are free to speak out against its decisions after resolution without resigning, it is clearly helpful if its expectations are made clear in advance.

Standing orders and financial regulations

Regulatory frameworks covering such matters as the quorum, powers of co-option, signatories and the notice of meetings are needed for fair and efficient administration. They should be addressed at the first meeting of the shadow board. On occasions, however, the form and record may be somewhat obscure and governing body procedures unclear. The implications may not be felt often, but they can contribute to the feelings of well-being or uncertainty by individual governors, marring what could otherwise be the smooth operation of the board.

By considering these and other related operational and procedural issues, the governing body can set a pattern of working which it has determined itself. It can then clearly review and amend its practices as it sees fit.

2. Communication issues

Private or public meetings

It is for the governing body to determine whether all or any of its business will be held in private or whether interested parties can sit in and listen.

Confidential items

Confidentiality can and does arise from time to time, particularly in relation to business concerning individuals. Where the meetings are public, this is catered for by having a section separate from the agenda from which observers are excluded, and through controlled distribution of the papers. Even where the meetings are held in private, it is necessary to consider possible conflicts of interest. How far this is extended or deliberately minimised, particularly in relation to staff and student governors, is a matter of style for the full governing body to determine, preferably before specific issues arise.

Access to the agenda

The means of requesting that items and papers be placed on the agenda other than from the floor in meetings is a control mechanism of some importance. It is equally a powerful aspect of communication in setting a governing body's tone and style.

Access to the chair

This may change significantly with the removal of local government representatives. Where the chair was held by a local authority member, access for a significant number of governors – particularly but not solely other local authority representatives – was relatively easy. Business and community representatives may be less accessible outside governing body meetings. Staff and student governors, for example, may be unsure about the propriety of contacting the chair. Comments about 'second class governors' are not unknown and can

be a very real problem unless there is a clear and known practice and procedure for access.

Invitations to speak

Observers at formal meetings can often identify those who speak regularly and those who contribute rarely, if at all, to the discussion. In specific areas, the chair may recognise particular interests and experience and call on individual governors to contribute. In other areas, the ethos of the meetings may deter all but the bravest and most experienced.

The academic board/advisory committees

The communication between these formal bodies and the governors may be so structured that members of the governing body are in attendance and speak on their behalf. There may or may not be recognised machinery whereby the chairmen/women of such committees can easily ask to be present to speak to an item as and when the need arises. Otherwise, the committees may revert to talking shops which are seen as having little value or influence. By setting the function of the academic board as being purely advisory, its ability to comment and inform may be limited to the chief executive officer who has then to carry this alongside a range of other duties. If the governing body creates or allows committees to be created in its name, then it has a responsibility to give some thought to terms of reference and channels of communication. It may decide to limit the generation of such committees as a matter of policy.

Relationships with recognised trade unions/staff council

The communications between the current employer (the LEA) and employee (college staff) have formerly been dealt with through established structures. After incorporation this will no longer be the case as the local authority ceases to have that status.

The approach adopted in colleges post-incorporation will clearly have to integrate with decisions taken about the degree of participation of national or regional bargaining. The responsibility for salaries and conditions of service will lie with the governing body and even if in the future there is no greater devolution to local decision-making than at present there will be a need for college machinery to replace that of the local authority.

Trade union recognition, plant bargaining and management communication strategies are key issues which extend well beyond this brief observation. They are important at all times; in periods of rapid change and development they quickly rise to the surface. If at the same time financial stringency and/or a redistribution of resources is taking place, they could be argued to be of prime significance.

3. Key offices

The selection, appointment, briefing and support of key office holders is often particularly influential. Her Majesty's Inspectors drew attention to contrasting experiences of the ways in which chairs order business and handle participation in meetings. The choice of clerk and professional advisers will be of increased importance after incorporation, once the support provided by the local authority is taken away.

The chair

The role and style of the chair in meetings is self-evident - at least to participants and observers. Less public but potentially more critical is her/his functioning between meetings, particularly at times of rapid change or crisis. Where delegated powers are clearly determined and reporting procedures on decisions and actions are established, the governing body has both expressed its policy and can monitor progress. Where this is not the case, the chair may be faced with a number of dilemmas and have to take action for which retrospective approval will need to be sought - an invidious position avoided by anticipatory planning by the governing body.

The principal

The principal acts as an executive director when attending the board and, increasingly in the future, as the chief executive officer of the college. Furthermore, the relationship between principal and chair is central to the operation of the governing body through the preparation and presentation of agendas, draft minutes and papers. Participation in formal meetings has to be set alongside the operation of delegated powers and procedures for handling business between meetings might need to be established within the governing body.

The clerk to the governing body

Where the operational and procedural issues referred

to above have been addressed, some aspects of the clerk's functions should be clear. Others may arise from time to time and be addressed within the strategic framework that has been established. The office often requires the holder to give professional advice and guidance as well carry out record-keeping functions. Indeed, at times that advice may require an independence of spirit that needs to be supported and nurtured.

Other professional advisers

It will be for the governors to determine the areas in which they will seek independent advice when automatic access to the local authority's professional resources is no longer available. In some cases, in relation to property for example, the need for professional review and assessment is usually obvious. The role of the external auditor will be established at the outset and events may point to a need for legal advice on occasions. Quality control in relation to the primary purpose of the college – its educational mission – is a further area where independent judgement and feedback is clearly important. It will fall to the governors to consider, appoint and use such advisers in fulfilling their responsibilities.

Decision-makers and decision-takers

In an organisation as large, complex and responsive as a college, it is clear that decision-making will be diffused throughout the organisation. However, it is also clear that the governing body is a key part of the strategy-making processes. It must make some of the decisions itself, and more generally be a key influence shaping the college's style and policy. It has not been the focus of this Paper to explore devolved or centralist philosophies, nor to examine the implications of coherence or diffusion as approaches to governance and management in a turbulent environment. Any consideration of style and strategy must, however, take due account of the role and place the board sets for itself by design or default, and how it maintains, enhances or erodes its intentions over time.

Strategies could be explored through analyses of who could, and does, make decisions, and what those decisions are and how they may be best effected. The interfaces between strategy and tactics, between policy setting and implementation and between governance and management are matters which are continually examined and not infrequently challenged in every college. Their maintenance can reflect a tendency towards conscious decision-taking, deferment, avoidance or simply a seeking to administer the status quo. A review of the minutes of the governing body and its committee meetings to date could be illuminating and provide a basis for consideration of the governing body's future style.

The educational press has carried a number of sad accounts of friction within governing bodies between policy makers and their executive. Somewhat less spectacular but equally worrying must be the longer term effects of any abdication or loss of direction, particularly as the pace of change quickens and pressures build up. One of the key decisions a governing body has to take when moving to corporate status is the establishment of a known and planned operating framework for determining what the governing body does, how it does it and how its role is set. It may not have the simplicity of selecting an external auditor or taking over ownership of the college premises, or be as focused as determining how industrial relations will be addressed. Experience shows, nevertheless, that it can contribute in crucial ways to success. The style of governance is achieved in many specific as well as general ways, some of which have been identified here. The new governing body has an opportunity to take stock and direct its future by design. If it does not take this opportunity, past history and random events will tend to fill the vacuum.

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